Edgar Filing: ARRAY BIOPHARMA INC - Form 4

Form 4	PHARMA INC										
April 04, 201 FORM		STATES					NGE (COMMISSION		PROVAL 3235-0287	
Subject to Section 16. Form 4 or			Washington, D.C. 20549 DF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES • Section 16(a) of the Securities Exchange Act of 1934,						Expires: January 31 2005 Estimated average burden hours per response 0.5		
obligatior may conti <i>See</i> Instru 1(b).	inue. Section 170	(a) of the	Public Ut	• •	ing Com	ipany	Act of	f 1935 or Sectio	n		
(Print or Type R	Responses)										
			2. Issuer Name and Ticker or Trading Symbol ARRAY BIOPHARMA INC [ARRY]				g	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
	(First) (Y BIOPHARMA WALNUT STRI		-	Earliest Tra ay/Year)	ansaction			below)	title 10% below) Medical Office		
BOULDER,	(Street)			ndment, Dat th/Day/Year)	-			· · · · · · · · · · · · · · · · · · ·		rson	
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative S	Securi	ties Aco	Person uired, Disposed of	f. or Beneficial	lv Owned	
1.Title of Security (Instr. 3)	Title of ecurity2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, in		med on Date, if	3. 4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5) (A)				5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	04/01/2017			Code V M	Amount 7,812 (1)	or (D) A	Price \$ 0	(Instr. 3 and 4)	D		
Common Stock	04/01/2017			F	5,022 (<u>3)</u>	D	\$ 8.94	172,406	D		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. Number onof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)16		8 I S (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	\$ 0	04/01/2017		М	7,812	(4)	04/01/2020	Common Stock	7,812	

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Sandor Victor C/O ARRAY BIOPHARMA INC. 3200 WALNUT STREET BOULDER, CO 80301			Chief Medical Officer					
Signatures								
John R. Moore, attorney-in-fact for Person	Reporting	2	04/04/2017					
**Signature of Reporting Person			Date					

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Represents shares issued on settlement of Restricted Stock Units ("RSUs") granted to the reporting person, of which 2,528 shares were

- (1) withheld upon vesting to satisfy tax withholding obligations. The grant of these RSUs was previously reported on Table II of a form 4 filed by the reporting person.
- Includes 15,626 unvested RSUs awarded on April 1, 2015 to the reporting person for no additional cash consideration, each of which
 (2) represent a contingent right to receive one share of Array BioPharma Inc. common stock and which were reported by the reporting person on Table I on a form 4 filed upon grant of the RSUs.
- (3) Represents shares withheld to satisfy tax withholding obligations of the reporting person in connection with the vesting of RSUs held by the reporting person.
- (4) The RSUs vest and will be settled in stock in four equal annual installments beginning April 1, 2017.

Consists of unvested RSUs awarded to the reporting person for no additional cash consideration and represent a contingent right to(5) receive one share of Array BioPharma Inc. common stock. The grant of these RSUs were previously reported on a Table II of a form 4 filed by the reporting person.

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.